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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

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FORM 10-Q
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

LQ-2237

For Quarter Ended March 31, 1992 Commission File Number 0-11724

PROGRESSIVE BANCORPORATION, INC.
(Exact name of registrant as specified in its charter)

LOUISIANA	72-097533
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

One Progressive Square
Houma, Louisiana 70360
(Address of principal executive offices, including Zip Code)

(504) 868-1770
(Registrant's telephone number, including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceeding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the close of the period covered by this report.

Class	Outstanding at March 31, 1992
Common Stock ($.10 par value)	651,312 Shares

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PROGRESSIVE BANCORPORATION, INC.

FORM 10-Q

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PROGRESSIVE BANCORPORATION, INC.
CONSOLIDATED STATEMENTS OF CONDITION
Unaudited
(Dollars in thousands)

	March 31, 1992	December 31, 1991
ASSETS		
Cash and Due from Banks	$ 7,625	$ 7,494
Interest-Bearing Deposits in Banks	118	138
Investment Securities:		
U. S. Treasury & Government Agencies	40,776	43,619
State & Political Subdivisions	169	169
Other Securities	32	32
Total Investments	40,977	43,820
Federal Funds Sold	0	0
Loans, Net of Unearned Discount	64,066	58,316
Allowance for Loan Losses	1,571	1,553
Total Loans	62,495	56,763
Bank Premises and Equipment	2,451	2,482
Other Assets	3,272	3,405
Goodwill	819	849
TOTAL ASSETS	$ 117,757	$ 114,951
LIABILITIES		
Deposits:		
Demand Deposits	$ 15,324	14,657
Savings Deposits & NOW Accounts	30,488	29,709
Time Deposits	59,777	62,188
Total Deposits	105,589	106,554
Fed Fds Purchased/Repurchase Agmts	0	0
Notes Payable	6,530	6,530
Other Liabilities	7,371	3,893
TOTAL LIABILITIES	119,490	116,977
SHAREHOLDERS' EQUITY		
Preferred Stock	143	143
Common Stock	65	65
Capital Surplus	2,016	2,016
Undivided Profits (Deficit)	(3,957)	(4,250)
Treasury Stock	0	0
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	(1,733)	(2,026)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 117,757	$ 114,951

See accompanying notes to consolidated financial statements.

PROGRESSIVE BANCORPORATION, INC.
CONSOLIDATED STATEMENTS OF INCOME (LOSS)
Unaudited
(Dollars in thousands)

	For the Three Months Ended March 31, 1992	1991
INTEREST INCOME:		
Interest and Fees on Loans	$ 1,615	$ 1,619
Interest on Securities:		
U. S. Government & Agencies	834	676
State & Political Subdivisions	3	25
Other Securities	5	18
Interest on Federal Funds Sold	2	24
Interest on Deposits with Banks	56	8
Total Interest Income	2,515	2,370
INTEREST EXPENSE:		
Interest on Deposits	1,187	1,351
Interest on Federal Funds Purchased	0	2
Other Interest Expense	111	147
Total Interest Expense	1,298	1,500
NET INTEREST INCOME	1,217	870
PROVISION FOR LOAN LOSSES	0	30
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	1,217	840
OTHER INCOME:		
Service Charge on Deposits Accounts	217	211
Other Charges, Commitments & Fees	114	84
Other Operating Income	48	45
Total Other Income	379	340
OTHER EXPENSES:		
Salaries and Benefits	405	373
Occupancy Expense	103	112
Other Operating Expenses	580	505
Total Other Expenses	1,088	990
INCOME BEFORE INCOME TAXES (LOSS)	508	190
PROVISION FOR INCOME TAXES	216	5
NET INCOME (LOSS)	$ 292	$ 185
EARNINGS (LOSS) PER COMMON SHARE	$ 0.38	$ 0.22

See accompanying notes to consolidated financial statements.

PROGRESSIVE BANCORPORATION, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS
For the Three Month Period Ended March 31, 1992

Unaudited
(Dollars in thousands)

CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$	292
Adjustments to reconcile net income to cash provided from operating activities:		
Writedowns of other real estate		110
Depreciation		56
Provision for loan losses		0
Amortization of goodwill		30
Amortization of premium on investments, net of accretion of discount on investments		15
Gains on sales of assets		(13)
Decrease in other assets, net		(340)
Increase in accrued liabilities		478
Net cash provided (used) by operating activities		628
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sales and maturities of investment securities		3,843
Purchase of investment securities		(1,000)
Additions to property, net of retirements		(25)
Net increase in loans		(5,732)
Net increase in federal funds sold		0
Proceeds from sales of other real estate		362
Decrease in interest bearing deposits at banks		20
Increase in other borrowings		3000
Net cash provided (used) by investing activities		468
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase in non-interest bearing demand deposits		667
Net increase in interest bearing deposits other than certificates of deposit		779
Net decrease in certificates of deposit		(2,411)
Decrease in repurchase agreements		0
Net cash provided (used) by financing activities		(965)
NET INCREASE IN CASH AND CASH EQUIVALENTS		131
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		7,494
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$	7,625

PROGRESSIVE BANCORPORATION, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS
For the Three Month Period Ended March 31, 1991

Unaudited
(Dollars in thousands)

CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$	185
Adjustments to reconcile net income to cash provided from operating activities:		
Writedowns of other real estate		85
Depreciation		57
Provision for loan losses		30
Amortization of goodwill		30
Amortization of premium on investments, net of accretion of discount on investments		26
Gains on sales of assets		(3)
Decrease in other assets, net		155
Increase in accrued liabilities		114
Net cash provided (used) by operating activities		679
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sales and maturities of investment securities		4,990
Purchase of investment securities		(4,572)
Additions to property, net of retirements		(6)
Net decrease in loans		1,673
Net increase in federal funds sold		(1,600)
Proceeds from sales of other real estate		84
Decrease in interest bearing deposits at banks		111
Net cash provided (used) by investing activities		680
CASH FLOWS FROM FINANCING ACTIVITIES		
Net decrease in non-interest bearing demand deposits		1,267
Net decrease in interest bearing deposits other than certificates of deposit		426
Net decrease in certificates of deposit		(1,829)
Decrease in repurchase agreements		(1,010)
		0
Net cash provided (used) by financing activities		(1,146)
NET DECREASE IN CASH AND CASH EQUIVALENTS		213
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		4,735
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$	4,948

PROGRESSIVE BANCORPORATION, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Reference is made to the Notes to the consolidated financial statements included in Progressive Bancorporation, Inc.'s Securities and Exchange Commission filing on Form 10-K for the year ended December 31, 1991 commission file #0-11724.

2. In the opinion of management of Progressive Bancorporation, Inc. ("Company"), the accompanying unaudited consolidated financial statements contain all adjustments (which consisted of only normal recurring accruals) necessary to present fairly the Company's financial position as of March 31, 1992 and December 31, 1991, the results of operations for the three months ended March 31, 1992 and 1991 and the cash flow for the three month period ended March 31, 1992 and 1991.

3. The weighted average number of common shares outstanding at March 31, 1992 and December 31, 1991 used in the per share calculation was 651,312 for both periods. Net income for the periods was reduced by a proportionate amount of unpaid cumulative preferred dividends, using $1.25 per annum per share as a basis. The unpaid dividends were $44,673 for the both period end calculations.

4. On March 8, 1984, the Company entered into a loan agreement to borrow up to $8,076,225 at the First Interstate Bank of Texas, N.A., ("First Interstate"), (formerly Allied Bank of Texas) Prime Rate, floating daily. On that date the Company borrowed $6,699,747. The terms of the loan agreement specify that interest is to be paid semi-annually for the first 18 months, with principal repayment to begin after the initial 18 months, for a period of 11 1/2 years. The Company continues to have a substantial liquidity problem and remains in default to its primary lender as discussed in Notes 1 and 7 of "Managements's Discussion and Analysis of Financial Condition and Results of Operations" on the Company's form 10-K dated December 1991. The Company is actively pursuing restructuring negotiations with potential investors and First Interstate to restructure or repay the Company's indebtedness to First Interstate. However, no assurance can be given at this time that a restructure of the loan will be worked out.

   Substantially all of the Company's debt is covered by loan agreements which provide that the Company and its subsudiary ("Bank") must maintain minimum financial ratios, not make other substantial investments and divest themselves of any material portion of the business. The loan agreement also restricts the payment of dividends by the Company and the acquisition of its own stock. At March 31, 1992 the Company was not in compliance with certain covenants of such loan agreement.

PROGRESSIVE BANCORPORATION, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unaudited

The following is management's discussion and analysis of certain significant factors which have affected the Company's financial condition and earnings during the periods included in the accompanying consolidated statements of income (loss).

CAPITAL

The capital ratio of the Bank, which is the ratio monitored by the regulators, pursuant to the Bank's Memorandum of Understanding (discussed below), was 7.29% as of March 31, 1992 compared to 7.02% as of March 31, 1991. The Bank's leverage ratio for March 31, 1991 and March 31, 1992 was 5.59% and 6.18% respectively. The risk-based capital ratio for the Bank was 10.29% at March 31, 1991 and 11.31% at March 31, 1992. The consolidated capital ratio of the Company including reserves was (.15%) as of March 31, 1992 compared to (.32%) as of March 31, 1991.

Reference to the Company's December 31, 1991, 10-K filing indicates Bank earnings of approximately $1,307,000 for the year 1991. For the quarter ended March 31, 1992 the Bank recorded earnings of approximately $427,000. Although these earnings had a positive impact on the Company's deteriorated equity position, monthly amortization of goodwill and accrual of interest payable continue adding to the Company's shareholder's equity deficit. The Company's ability to service its debt requirements is entirely dependent upon receipt of dividends from the Bank. Regulatory requirements requiring maintenance of sufficient capital prohibits the Bank from paying dividends to the Company without prior regulatory approval. Therefore, the Company is unable to make payments of principal and interest to its primary lender and to a group of previous shareholders of the Bank (Seven Oaks Partners). Although demand has been made by the primary lender, management and representatives of the lenders have been involved in periodic discussions as to the possible alternatives to resolve the debt default issue. Subsequent to the March 31, 1992 reporting period, but prior to this filing, the Company has engaged in active negotiations with an investor group which would lend the Company the funds necessary to settle its outstanding debt to its lender. No final agreement has been reached as of this filing.

The Company continues actively pursuing alternative methods to solve its capital problems. However, any such proposal would need the cooperation of its existing creditors. Current market conditions, existing margins and continued servicing of its non-performing asset portfolio limits the level of debt the Company can handle.

PROGRESSIVE BANCORPORATION, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unaudited

As a result of an examination of the Bank by the Federal Deposit Insurance Corporation ("FDIC") as of August 19, 1989, on January 25, 1990 the Board of Directors entered into a Memorandum of Understanding ("MOU") with the FDIC. The MOU is an informal agreement pursuant to which the Bank and the FDIC have agreed on certain management goals to be achieved and certain corrective actions to be taken by the Bank within given time frames. At March 31, 1992, the Bank remains in full compliance with the MOU and has reached an agreement with the FDIC on all time frames.

A summary of the period-to-period changes in the principal components of the statements of income(loss) as of March 31, 1992 and 1991, respectively, is shown:

(Dollars in thousands)	Three Months Ended March 31, 1992 and 1991 Increase (Decrease)	
Interest Income.....	$145	6.12%
Interest Expense.....	$202	13.46%
Provision for Posssible Loan Losses.....	$ 18	1.16%
Other Income.....	$ 39	11.47%
Other Expenses.....	$137	13.84%
Income Before Income Taxes..	$138	167.37%
Provision for Income Taxes..	$211	422.00%
Income from Operations.....	$107	57.84%

PROGRESSIVE BANCORPORATION, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unaudited

INTEREST INCOME AND EXPENSE

Interest income at March 31, 1992 reflected an increase over interest income at March 31, 1991. At the Bank level, interest on securities issued by U.S. government agencies and interest bearing deposits showed significant increases due to growth in these investment categories. Fees on loans also reflect a substantial increase from the three months ended March 31, 1991 to the three months ended March 31, 1992, resulting from growth in the loan portfolio in the first quarter of 1992. Interest on loans showed a decline at March 31, 1992 despite the healthy growth in the loan portfolio because of lower interest rates in the first quarter of 1992 as compared to the same period in 1991. Non-accrual loans continue to shrink, reflecting a noteable decline from year end 1991. Interest expense on the Bank's deposits reflects a tremendous decrease for the first quarter of 1992 as compared to the same period in 1991, as a result of significantly lower rates paid on customer deposits. Market rates of interest on the Company's debt were also reduced; thus interest expense for the Company was lower during the three months ended March 31, 1992.

PROVISION FOR LOAN LOSSES

The provision for possible loan losses decreased $95,000 during the first three months of 1992 as compared to the same period in 1991. The Bank charges to operating expense an amount necessary to maintain the balance in the allowance for possible loan losses at a level that is deemed to be adequate to absorb all expected loan losses. Management determines the adequacy of its allowance and the amount of any additional provision for possible loan losses based on many factors, including an evaluation of historical loan loss experience in relation to outstanding loans, the existing level of the allowance, reviews of loan quality, loan growth, changes in the composition of the loan portfolio, general economic factors, the financial condition of the borrowers and their ability to repay the loan and the value and liquidity of collateral. The amount in the allowance for possible loan losses is reviewed by management on a monthly basis to determine whether additional provisions should be made or whether transfers from the allowance to earnings are justified.

A formal evaluation of the adequacy of the allowance for possible loan losses is done after consideration of the above noted factors. As of March 31, 1992, the allowance for possible loan losses was 2.45% of outstanding loans. Management continues its policy to charge off, on a current basis, loans or portions of loans it believes will not be paid. At present, management believes a surplus amount is included in the allowance for loan losses and that the allowance is sufficient to protect the Company against current risk of loss in the loan portfolio. Therefore, management intends not to provide additional provision to the allowance unless unforeseen events would warrant such action.

PROGRESSIVE BANCORPORATION, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unaudited

At March 31, 1992 and December 31, 1991 non-accrual loans and other real estate owned were as follows:

	March 31, 1992	December 31, 1991
	(Dollars in thousands)	
Non-accrual loans	$121	$174
Other real estate owned	$1,934	$2,057

Louisiana's economic conditions continue to hinder the Bank's progress in disposing of its non-performing asset portfolio.

NON INTEREST INCOME AND EXPENSE

Consolidated results of the first quarter 1992 reflect net income $292,000 as compared to the $185,000 in net income in the first quarter of 1991. As previously discussed, net interest income during the first quarter of 1992 improved over the first quarter of 1991, with changes in the size of the investment portfolio and short-term investments being contributing factors.

Other income for the Bank reflected a slight increase for the first three months of 1992 as compared to the first three months of 1991. Several income categories remained relatively stable. The primary cause of the increase is reflected by changes in two accounts. FNMA loan orgination fees increased by approximately $29,000 and service release premium increased by $13,000 for the first quarter of 1992 over the first quarter of 1991, reflecting increased volume in the Bank's secondary market division.

The Bank's non-interest expense increased by $98,000 for the first quarter of 1992 as compared to the same period in 1991. This increase reflects increases in the following categories: salaries and benefits of $32,000; FDIC assessment of $8,000; and write downs of ORE of $25,000. These increases were somewhat offset by a $33,000 decrease in data processing expense for the three months ended March 31, 1992 compared to March 31, 1991.

LIQUIDITY

The Bank monitors and manages liquidity through an Asset-Liability Committee. The Bank's liquidity ratio at the following periods between March 31, 1991 and March 31, 1992 was as follows:

March 31, 1991	36.90%
June 30, 1991	39.10%
September 30, 1991	41.91%
December 31, 1991	44.02%
March 31, 1992	45.77%

PROGRESSIVE BANCORPORATION, INC.

PART II OTHER INFORMATION

March 31, 1992

Item 1. Legal Proceedings

The Company is involved in various litigation which is routine to the nature of its business. Management believes that the probable resolution of these matters will not have any material adverse effect on these financial statements. See Form 10-K dated December 31, 1991.

Item 5. Other Information

FEDERAL RESERVE BANK OF ATLANTA

On February 3, 1992, an examination of the Company was performed by the Federal Reserve Bank of Atlanta ("FRB"), the Company's primary regulatory authority. In the subsequent report, the FRB, in view of the marginal condition of the Company, requested that the Company continue to file quarterly reports with the FRB. In addition, the Company must obtain the written approval of the FRB before incurring debt at the Holding Company level or declaring dividends, redeeming preferred stock or buying treasury stock. Lastly, management of the Company is required to provide the FRB with monthly progress reports concerning the resolution of defaulted debt with its creditors.

FEDERAL HOME LOAN BANK OF DALLAS, TEXAS

On February 18, 1992, the Bank was approved as a member of the Federal Home Loan Bank of Dallas, Texas (FHLB). A prerequisite of the approval process was for the Bank to purchase stock in this institution. Stock ownership allows the Bank access to FHLB's credit facilities which include short and long-term loans, letters of credit and various other credit facilities. The Bank has borrowed $3,000,000 (secured by its mortgage portfolio) to expand its first mortgage residential program in its trade area. The Bank intends to avail itself to the other services offered to members of the FHLB.

DIRECTOR LAING

On February 19, 1992, the Company's President and Director John H. Laing accepted the position of director of an affiliate bank and its holding company. The affiliate bank is First National Bank of Jefferson Parish and its holding company is First Continental Bancshares. Subsequent to his election, all regulatory authorities approved this election.

Item 6. Exhibits and reports on Form 8-K

Reports on Form 8-K - No reports on Form 8-K were required or filed during the quarter for which this report is filed.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Progressive Bancorporation, Inc.
Registrant

March 14, 1992
Date

John H. Laing
President, Director, CEO, and
Chief Financial Officer

March 14, 1992
Date

Elton A. Arceneaux
Director, Secretary, and Treasurer

March 14, 1992
Date

Susan B. Snyder
Chief Financial Officer